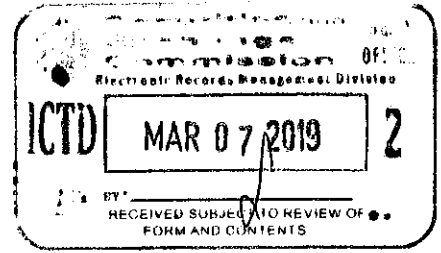


SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C
CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER



1. **7 March 2019**
Date of Report (Date of earliest event reported)
2. SEC Identification Number **163671** 3. BIR Tax Identification No. **000-804-342-000**
4. **PRIME ORION PHILIPPINES, INC.**
Exact name of issuer as specified in its charter
5. **Metro Manila, Philippines** 6. (SEC Use Only)
Province, country or other jurisdiction of Industry Classification Code:
incorporation
7. **3rd Floor Glorietta 5, Ayala Center, Makati City** **1223**
Address of principal office Postal Code
8. **(632) 884-1106**
Issuer's telephone number, including area code
9. **N/A**
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
(As of 28 February 2019)

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	4,923,084,883*
Outstanding Loans (consolidated)	0

*excluding the 1,225,370,620 shares to be subscribed by the Ayala Land, Inc. under the Deed of Exchange dated 30 April 2018

11. Indicate the item numbers reported herein: **Item 9**

In compliance with the Disclosure Rules of the Securities and Exchange Commission (SEC) and the Philippine Stock Exchange, and further to our disclosures on 23 March 2018 and 30 April 2018, please be informed that on 6 March 2019, the SEC has issued the Certificate of Approval of Valuation of 30,186 shares of stock of Laguna Technopark, Inc. (LTI) worth P3,030,750,000.00 as payment for the additional issuance of 1,225,370,620 shares with par value of P1.00 of Prime Orion Philippines, Inc. (POPI) to ALI, pursuant to the Deed of Exchange between ALI and POPI executed on 30 April 2018. The stock certificates covering said shares will be issued upon SEC confirmation of the valuation of shares and issuance of the tax-free ruling from the Bureau of Internal Revenue (BIR). As a result of the exchange, ALI's direct ownership in POPI will increase from 54.91% to 63.90%.

POPI will secure the relevant ruling/certification from the BIR that the exchange is a tax-free transaction.

SIGNATURE

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRIME ORION PHILIPPINES, INC.

Issuer

By:

FRANCIS M. MONTOJO

Chief Finance Officer/Compliance Officer

Date: 7 March 2019